**DECLARATION AND POWER OF ATTORNEY****DECLARATION:**

As below-named inventors, we hereby declare that:

Our residence, post office address and citizenship are as stated below next to our name.

The below named inventors are the sole inventors of the subject matter which is claimed and for which a patent is sought on the invention for INTEGRATED ELECTRONIC SHOPPING CART SYSTEM AND METHOD the specification of which:

___ is attached hereto.

X was filed as application Serial No. 09/872,514 on June 1, 2001, the status of which is **Pending**.

We hereby state that we have reviewed and understand the contents of the above-identified specification, including the claims, as amended by any amendment specifically referred to in the oath or declaration.

We acknowledge the duty to disclose information which is material to patentability in accordance with Title 37, Code of Federal Regulations, §1.56(a).

We hereby claim foreign priority benefits under Title 35, United States Code, §119 of any foreign application(s) for patent or inventor's certificate listed below and have also identified below any foreign application for patent or inventor's certificate having a filing date before that of the application on which priority is claimed:

PRIOR FOREIGN APPLICATIONS

| Number | Country | Date Filed | Priority Claimed (Yes/No) |
|--------|---------|------------|---------------------------|
| | | | |
| | | | |
| | | | |

We hereby claim the benefit under Title 35, United States Code, §120 of any United States application(s) listed below and, insofar as the subject matter of each of the claims of this application is not disclosed in the prior United States application in the manner provided by the first paragraph of Title 35, United States Code, §112, I acknowledge the duty to disclose material information as defined in Title 37, Code of Federal Regulations, §1.56(a) regarding events which occurred between the filing date of the prior application and the national or PCT international filing date of this application:

PRIOR UNITED STATES APPLICATIONS

We hereby declare that all statements made of our own knowledge are true and that all statements made on information and belief are believed to be true; and further that these statements were made with the knowledge that willful false statements and the like so made are punishable by fine or imprisonment, or both, under Section 1001 of Title 18 of the United States Code and that such willful false statements may jeopardize the validity of the application or any patent issued thereon.

| Application Serial Number | Filing Date | Status |
|------------------------------|--------------|---------|
| 60/208,860 | June 2, 2000 | Pending |
| | | |
| | | |

POWER OF ATTORNEY

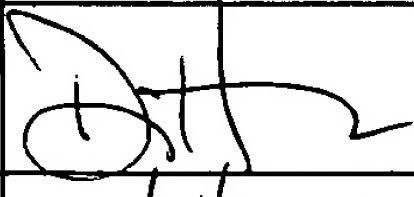
On behalf of iPrint, Inc., Assignee of my entire right, title and interest, we hereby appoint the following attorney(s) and/or agent(s) with full power of substitution to act exclusively for it to prosecute this application and transact all business in the Patent and Trademark Office connected therewith:

Barry N. Young (Reg. No. 27,744); Timothy W. Lohse (Reg. No. 35,255); Stephen E. Reiter (Reg. No. 31,192); Steven R. Sprinkle (Reg. No. 40,825); Terrance A. Meador (Reg. No. 30,298); Ramsey R. Stewart (Reg. No. 38,322); June M. Learn (Reg. No. 31,238); John Oskorep (Reg. No. 41,234); Timothy N. Ellis (Reg. No. 41,734); William G. Goldman (Reg. No. 42,590); Sheila Kirschenbaum (Reg. No. 44,835); Travis L. Dodd (Reg. No. 42,491); Charles D. Gavrilovich, Jr. (Reg. No. 41,031); Gerald W. Maliszewski (Reg. No. 38054); Hayward A. Verdun (Reg. No. 43,223); Armando Pastrana, Jr. (Reg. No. 44,997); Richard M. Goldman (Reg. No. 25,585); Lisa A. Haile (Reg. No. 38,347); Sal Lim (Reg. No. 45,706); Joseph R. Baker, Jr. (Reg. No. 40,900); Richard J. Imbra (Reg. No. 37,643); Mark L. Berrier (Reg. No. 35,066); Mark M. Takahashi (Reg. No. 38,631); James P. Cleary (Reg. No. 45,843); Karl A. Limbach (Reg. No. 18689); Gerald T. Sekimura (Reg. No. 30,003); Kyla L. Harriel (Reg. No. 41,816); Eric N. Hoover (Reg. No. 37,355); George C. Limbach (Reg. No. 19,305); Ronald L. Yin (Reg. No. 27,607); Alan A. Limbach (Reg. No. 39,749); Edward B. Weller (Reg. No. 37,468); Peter R. Leal (Reg. No. 24,226)

All correspondence should be addressed to:

Patent Department
Gray Cary Ware & Freidenrich LLP
 1755 Embarcadero Road
 Palo Alto, CA 94303-3340

All telephone calls should be directed to William Goldman telephone number 650/320-7484 or 650/833-2000.

| | |
|--|--|
| Inventor's Full Name: | David Hodson |
| Inventor's Signature: |  |
| Date: | 9/4/2001 |
| Residence: (City, State and/or country) | Palo Alto, CA |
| Citizenship: | US |
| Post Office Address: | 507 Saint Claire Drive Palo Alto, CA 94306 |

| | |
|--|---|
| Inventor's Full Name: | Ryan Bell |
| Inventor's Signature: | <i>Ryan Bell</i> |
| Date: | 9/4/01 |
| Residence: (City, State and/or country) | Mountain View, CA |
| Citizenship: | US |
| Post Office Address: | 181 Centre Street, #10 Mountain View, CA 94041 |

| | |
|--|----------------------------------|
| Inventor's Full Name: | Michael Rubin |
| Inventor's Signature: | <i>Michael Rubin</i> |
| Date: | 9/4/01 |
| Residence: (City, State and/or country) | San Francisco, CA |
| Citizenship: | USA |
| Post Office Address: | 249 Shipley St #5 SF CA 94107 |

| | |
|--|--|
| Inventor's Full Name: | Karteek Patel |
| Inventor's Signature: | <i>Karteek H. Patel</i> |
| Date: | SEPTEMBER 4, 2001 |
| Residence: (City, State and/or country) | San Jose, CA |
| Citizenship: | US |
| Post Office Address: | 321 Ribbonwood Avenue San Jose, CA 95123-4453 |

EM\7077700.1
1090419-991200